FORM D

Name of Offering

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

(check if this is an amendment and name has changed, and indicate change.)

Westport Main Street Retail L.L.C.

A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION OMB Number: 3235-0076 May 31, 2002 Expires: Estimated average burden hours per response.....16.00

Westport Main Street Real Towns of Marie 506	Section 4(6) ULDEOCESSED
Filing Under (Check Box(es) that apply).	Section 4(6) ULPROCESSED
Type of Filing: New Filing Amendment	OCT 1 C 2000
A. BASIC IDENTIFICATION	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate the change of the cha	ate change.) THOMSON
Westport Main Street Retail L.L.C.	FINANCIAL
Address of Executive Offices (Number and Street, City, State, Zip Code)	1 (212) 667-6700
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	
Brief Description of Business The limited liability company will ac	quire and operate real estate.
Buet Describion of Comment Tile Tiluteer Trees Trees	
Type of Business Organization Corporation I limited partnership, already formed	Onher (please specify): limited liabili company, already formed
☐ business trust ☐ limited partnership, to be formed	Company / delicary
Month Year O 9 0 6	☑ Actual ☐ Estimated
Actual or Estimated Date of Incorporation or Organization: U13 10 10 10 10 10 10 10 10 10 10 10 10 10	bbreviation for State: jurisdiction)
GENERAL INSTRUCTIONS	
GENERAL INSTRUCTIONS	D == Series 4(6), 17 CFR 230.501
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption of securities in reliance on an exemption of securities in reliance on an exemption of securities and securities in reliance on an exemption of securities and securities in reliance on an exemption of securities and securities in reliance on an exemption of securities and of securities in reliance on an exemption of securities in reliance on an exemption of securities in reliance on an exemption of securities and of securities in reliance on an exemption of securities in reliance on the reliance of securities in reliance of securities in reliance of securities in reliance of securities in reliance	
When To File: A notice must be filed no later than 15 days after the first sale of seem the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is ruled to U.S. Securities and Exchange Commission (SEC) on the date it was mailed by Un	ited States registered of estatica man to any
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., W. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which copies Required: Five (5) copies of the manually signed copy or bear typed or printed signed copy or bear typed signed copy or bear typed or printed signed copy or bear typed or printed signed copy or bear typed signed copy or bear typed or printed signed copy or bear typed	(achineton D.C. 20549)
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of the signed must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed copy or bear typed or printed significant must be photocopies of the manually signed significant must be printed significant mu	must be manually signed. Any copies not manually

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, fallure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (7-00) 1 of 8

Cash banaficial owner having				inte or dispos	s; sition of, 10% o	r more of a class of equity
 Each executive officer and di 	irector of corpo	orate issuers and of	corporare 8	CUCI OI OIM. in	magma parmet	
· Each general and managing	partner of par	inership issuers.			e e e e e e e e e e e e e e e e e e e	
eck Box(es) that Apply: 🛛 Pr	omoter 🗆	Beneficial Owner	□ Execut	ive Officer	Director	☐ General and/or Managing Partner
II Name (Last name first, if indi Malkin, Anthony Edward						
siness or Residence Address (Number and St	treet, City, State,	Zip Code)			
c/o Wien & Malkin LLP,	60 East	12nd Street,	New York	, NY 101	65	
		Beneficial Owner			☐ Director	General and/or Managing Partner
ill Name (Last name first, if ind						
Malkin, Peter Laurence usiness or Residence Address (Olimbia and S	treet City State.	Zip Code)		<u> </u>	
usiness or Residence Address (C/O Wien & Malkin LLP,	60 East	42nd Street,	New York	c, NY 101	.65	
		Beneficial Owner		tive Officer	☐ Director	Georgian Man Assembling Revision
ull Name (Last name first, if inc	lividual)					•
Malkin Westport L.J.C.			<u> </u>	<u> </u>	<u> </u>	
usiness or Residence Address c/o Wien & Malkin LLP,	(Number and S 60 East	Street, City, State, 42nd Street,	Zip Code) New York	c/ NY 101	65	
heck Box(es) that Apply:	romoter D	Beneficial Owner	. Exect	ujive Ollicet	Director	Ocneral and/or Managing Partner
uli Name (Last name first, if in						
Business or Residence Address	(Number and	Street, City, State,	Zip Codě)		•	
Check Box(es) that Apply:	Promoter C	Beneficial Owner	□ Exec	utive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if in	dividual)					
Business or Residence Address	(Number and	Street, City, State	. Zip Code)			
Business of Residence Addition		•				
Check Box(es) that Apply:		Beneficial Owner		cutive Offices	☐ Director	General and/or Managing Partner
	Promoter [☐ Director	☐:General and/or Managing Partner
Check Box(es) that Apply:	Promoter [☐ Beneficial Owne	r 🗆 Exec	zutive Office	□ Director	□:General and/or Managing Partner
Check Box(es) that Apply:	Promoter [ondividual]	☐ Beneficial Owne	e, Zip Code)	zutive Office		Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if in Business or Residence Address	Promoter [Individual) (Number and Promoter	☐ Beneficial Owner	e, Zip Code)	cutive Offices		Managing Partner

A. BASIC IDENTIFICATION DATA

				* B. IN	LUKMAI	IUII:VBC	OI OIFE	A110 A11				Yes No
1. Has the	e issuer sol	d, or doe	s the issue	r intend t	o sell, to r	on-accred	ited investo	ors in this	offering?.			
3			Ansv	wer also ir	Appendia	c, Column	2, if filing	under UI	OE.	• .		05.000
2. What is	s the minin	num inve						•				\$ 25,000 Yes No
3. Does th	he offering	permit je	oint owner	rship of a	single unit	?						
sion or to be li	he information in the similar remaisted is an attention in the similar mame of the similar in th	nuneration associated he broker	n for solici person of or dealer.	tation of p agent of . If more i	a broker o han five (r dealer re S) persons	gistered wi	th the SEC	and/or w	ith a state	or states,	
Full Name (Last name	first, if i	individual))					•	• •	•	
	Malkin									·.	. , , · <u>,</u>	<u> </u>
Business or					City, Sta	te, Zip Co	de)					
	t 42nd S										• •	
									<u> </u>			
Name of A	ssociated B	toket of	Dealer	•		••		• .		• • • • •		
		·				lisis Darah						
States in W					ends to So	licit Purch	asers	. :				☐ All States
(Check "	'All States'	or check	k individu	al States)					((((((((((((((((((([2 24]	[HI]	[ID]
[AL]	[AK]	[XXXX]	[AR]	[CXY	[CO]	[XX]	[DE]	[<u>%</u> 6]	[於] [姚]	[MN]	[3(3)]	DANCI
	[IN]	[AI]	[KS]	[KY]	[LA]	(ME)	[MM]	[ND]	(QX)	[OK]	[QXX]	DBM1
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[RI]		[SD]	[אד	[FXI	[UT]	[VT]	[VV]	(
Full Name	(Last name	e first, if	individual)				•••	٠.			•
											<u>.</u>	· · · · · · · · · · · · · · · · · · ·
Business Of	Residence	Address	(Number	and Street	. City, Sta	ite, Zip Co	ode)			,		:
	,	••							* **			·
	· · · · · · · · · · · · · · · · · · ·	2 -1 05	Deales		``			•				
Name of A	Associated I	RLOKEL OI	Dealer						÷		•	
				·				<u> </u>				<u> </u>
States in V	Which Perso	on Listed	Has Solic	ited or Int	ends to So	olicit Purcl	nasers .					☐ All States
	"All States					• • • • • • • • •	• • • • • • •					
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[MT]	[NE]	[NV]	[NH]	[[[[N]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] [WY]	[PR]
[RI]	[SC]	[SD]	[TN]	[XX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	(4.1)	
	(Last nam	e first, if	individua	1)								
	or Residence	a Address	(Number	and Stree	t. City. St	ate, Zip C	ode)	;			· .	
Business C	ot Kesigene	e Maares	(I voimbei									•
					· · · · · · · · · · · · · · · · · · ·		 -				,	
Name of	Associated	Broker of	r Dealer	`	• .							
		٠.								·		
States in	Which Pers	on Listed	Has Solie	cited or In	tends to S	olicit Purc	hasers		•		•	- A 11 Cross
	"All State											All State
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		, ,	3			-						

C. OFFERING TRICE, TOTAL			•
Enter the aggregate offering price of securities included in this offering and the total amount affeody sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange			
and already exchanged.	Aggre	D	umount Already
Type of Security	Offering -0:	*	Sold -0-
Debt	S	3	-0-
Equity	\$	s	·
□ Common □ Preferred	0) _ (-0-
Convertible Securities (including warrants)	9,119	.000	-0-
Members Aparthes Kip Interests	5 - (-0-
Other (Specify)	5 9.119		-0-
Total	32,	7000	
Answer also in Appendix, Column 3, if filing under ULOE.		•	
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their cate the number of persons who have purchased securities and the aggregate dollar amount of their			Aggregate
purchases on the total lines. Enter "0" if answer is "none" or "zero."	Nun	nber stors	Dollar Amount of Purchases
Accredited Investors		 .	S
Vicitation in many		 .	<u> </u>
Non-accredited Investors Total (for filings under Rule 504 only)	• •	 `	\$
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question in the first sale of securities in this offering.	I. Туј	pe of writy	Dollar Amount
Type of offering			\$
Rule 505	•		\$
Regulation A			S
Rule 504			.S
Total and distribution of t	he		
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of t securities in this offering. Exclude amounts relating solely to organization expenses of the issue The information may be given as subject to future contingencies. If the amount of an expenditus is not known, furnish an estimate and check the box to the left of the estimate.	ıre		S
Transfer Agent's Fees			· \$
Printing and Engraving Costs		_	
Legal Fees		0	S
Accounting Fees		0	S
Engineering Fees		0	S
Sales Commissions (specify finders' fees separately)		0	\$
Other Expenses (identify)		0	S

<u>-</u>	C. OFFERING PRICE, NUMBER O	OF INVESTORS, EXPENSES AND I	USE OF PRO	OCEEDS	:
tio:	Enter the difference between the aggregate offering and total expenses furnished in response to Paljusted gross proceeds to the issuer."	ng price given in response to Part C - Qurt C - Question 4.a. This difference is	Ques- s the		3
use	icate below the amount of the adjusted gross produced for each of the purposes shown. If the amount mate and check the box to the left of the estimate, adjusted gross proceeds to the issuer set forth in	The total of the payments listed must e	equal	-14.10	
			Offic Direct Affil	cers, ors, & iates	Payments To Others
	Salaries and fees		O \$		s
	Purchase of real estate		D \$		s
	Purchase of real estate Purchase, rental or leasing and installation of many	achinent and equipment			s
	Purchase, rental or leasing and installation of in-		_ ·		s
	Construction or leasing of plant buildings and fa		U •		
	Acquisition of other businesses (including the va offering that may be used in exchange for the assisted pursuant to a merger)	ssets or securities of another	_ s		S
	n of indebtedness				S
	Working capital	• • • • • • • • • • • • • • • • • • • •	C 2		
	Other (specify): See Schedule A			U.	S
				e e	* *
			O \$		S
	Column Totals		· S		\$
,	Total Payments Listed (column totals added)	••••••		O \$	
1000	TO THE PARTY OF TH	FEDERAL SIGNATURE			<u> </u>
The i	ssuer has duly caused this notice to be signed by the constitutes an undertaking by the iss of its staff, the information furnished by the issuer	he undersigned duly authorized person	n. II this not	Commission	upon written r
_	·	Signature)	Ceri	- I D	0/5/06.
Nam	e of Signer (Print or Type)	Title of Signer (Print or Type)			
	er L. Malkin	Managing Member of Manag	er	·	
				<i>:</i>	•
	•				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

•		ATE SIGNATURE	<u> </u>			
1. Is any party described	d in 17 CFR 230.262 presently sub	ject to any of the disqua	lification provisi	ons	Yes	No Ki
Off-such rule:		Column 5, for state respo				

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Westport Main Street Retail L.L.C.	Signature 2 2 L	1alem	Date 10/5/06
Name (Print or Type) Peter L. Malkin	Title (Print or Type) Managing Member	of Manager	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX					
1	2		3			4			5	
	Intend to to no accred investo Stat (Part B-It	n- ited rs in e	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investor	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL		Х	Member Interest*							
AK		X	Member Interest							
AZ		X	Member Interest	1	\$25,000					
AR		X	Member Interest						-	
CA		X	Member Interest	8	\$312,500					
СО		X	Member Interest							
СТ		X	Member Interest	9	\$575,000					
DE										
DC		X	Member Interest							
FL		X	Member Interest	15	\$800,000					
GA		X	Member Interest							
HI										
ID										
IL		X	Member Interest							
IN		X	Member Interest	1	\$25,000					
IA									 	
KS		ļ								
KY										
LA										
ME								_		
MD		X	Member Interest	1	\$100,000			_		
MA		X	Member Interest	7	\$275,000				_	
MI		X	Member Interest	1	\$50,000					
MN		X	Member Interest							
MS		X	Member Interest							
МО		X	Member Interest							
MT										

^{*} All of the interests referred to above are Class A Member interests.

		····		A	PPENDIX				5
1	2		3		4				
	Intend to no accred investo Stat	n- ited rs in	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investor	Amount	Number of Non- Accredited Investors	Amount	Yes	No
NE				11110000					
NV	-	X	Member Interest						
NH		X	Member Interest	1	\$25,000				
NJ		X	Member Interest	15	\$737,500				
NM		X	Member Interest	1	\$25,000				
NY		X	Member Interest	43	\$3,225,000				
NC		X	Member Interest						
ND									
ОН		X	Member Interest	2	\$87,500				
OK		X	Member Interest						
OR		X	Member Interest	1	\$25,000				
PA		X	Member Interest	2	\$150,000				
RI									
SC		X	Member Interest						<u> </u>
SD		<u> </u>		-					
TN		X	Member Interest	1	\$25,000		- 100	_	
TX		X	Member Interest	4	\$250,000				<u> </u>
UT		X	Member Interest						
VT		X	Member Interest						
VA	-	X	Member Interest	1	\$25,000		<u> </u>		
WA		X	Member Interest						
WV		-							-
WI		-							-
WY	ļ								-
PR					<u> </u>				

SCHEDULE A

Attachment to Form D - Westport Main Street Retail L.L.C.

Sources of Funds

		•
	Class A Members' Investment	\$9,119,000
	Manager's Investment	92,111
	Class B Member's Investment	500
	Total Sources	<u>\$9,211,611</u>
Uses o	of Funds	
	Purchase Price	\$8,300,000
	Engineering & Environmental Reports	5,000
	Appraisal, Survey & Title Insurance	20,880
	Acquisition Expense Allowance	
	of W&M	35,000
	Hourly Fees to Wien & Malkin	35,000
	Wien & Malkin Securities Corp.	
	Placement Fee (3.5% of offering)	319,165
	W&M Properties Acquisition Fee	
	(1.0% of Acquisition)	83,000
	Reserve for Certain Offering Expenses	32,500
	Property Improvements	214,000
	Leasing Expenses	111,488
	Working Capital	<u>55,578</u>
	Total Uses	\$9,211,611

Note: The total Class A Members' investment shall be reduced by the amount of any capital contributed to the Property by a permitted Class A-2 Member or co-tenant of the Property.